

By-laws of the McClellan Park Neighborhood Association

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ARTICLE I. Name, Geographic Location, and Date of Creation

The name of this Association shall be the McClellan Park Neighborhood Association. It shall encompass the area bounded by Milwaukee Street on the North, Sprecher Road on the East, Cottage Grove Road (County BB) on the South, and Interstate Highway 90 on the West. The Association was created on September 22, 2004.

ARTICLE II. Mission

The mission of the McClellan Park Neighborhood Association is to:

1. Represent the interests of the neighborhood before the Madison Common Council, the Dane County Board and all appropriate governmental agencies;
2. Create a cohesive community atmosphere and foster cooperation and social harmony among the various subdivisions on issues affecting the neighborhood;
3. Alert members to emerging neighborhood issues;
4. Disseminate information about the neighborhood to its members;
5. Promote community safety;
6. Protect and enhance the residential character of the area;

7. Promote interest and participation in neighborhood planning; and
8. Determine possible approaches or solutions to problems within the neighborhood.

ARTICLE III. General Membership

Section 1. Membership is open to all persons who are at least 18 years of age and reside within the area specified in ARTICLE I. The alder person from the City of Madison and County Supervisor serving the Association area shall be considered ex-officio members of the Association, unless they reside within the Association area and thus can be regular members of the Association.

Section 2. Membership is also open to businesses and organizations located within the Association geographic area. Each business or organization may appoint one representative to the Association. If this representative also resides within Association boundaries, he or she is entitled to vote as a resident or business representative, but will be allowed only one vote on any given issue.

Section 3. Other persons with an interest in the Association area who do not reside within its boundaries can become associate members of the Association by paying membership dues as specified in Section 4. They will have all of the privileges of regular membership with the exception of voting at annual or special membership meetings, or serving on the Board of Directors.

Section 4. Membership will be for a household or business/organization with dues paid on a calendar year basis (Jan. 1 through Dec. 31). All adult members of a household can be members by virtue of the household paying dues. Annual dues will initially be \$10.00 per household and per business/organization. Thereafter, annual dues will be set by the Board of Directors.

Section 5. Any member of the Association whose dues are current is entitled to vote in general membership meetings and to serve on Association committees or the Board of Directors with the exception noted in Section 3 above.

Section 6. Membership in the Association can be considered terminated if the member ceases to be a resident of the area designated in Article I, has not paid current dues, or no longer owns or represents a business organization within the geographic area of the Association.

ARTICLE IV. General Membership Meetings

Section 1. There shall be at least one general membership meeting per year during the month of April at a time and place selected by the Board of Directors during which time the general status of the Association will be reviewed and discussed. The general meeting shall include the annual reports of officers, committees and the Board of Directors. Election of members of the Board of Directors for the next year will be held. Other matters related to the administration of the Association may be discussed and officially acted upon.

Section 2. Notice of the annual membership meeting will be widely disseminated to residents of the Association and other Association members using meeting notices and other means including e-mail messages, telephone calls and personal contact by block captains. Notices of the annual meeting with the planned agenda will be distributed a minimum of seven (7) days prior to the meeting.

Section 3. Special membership meetings may be called by a majority vote of the members of the Board of Directors. All special membership meetings are open to the general public. Notification of special meetings will include the purpose(s) for the meeting and an agenda of the topics to be covered. Other topics may be discussed at special meetings but not officially acted upon.

Section 4. Membership meetings will be generally conducted in accordance with Robert's Rules of Order, latest edition.

ARTICLE V. Officers

Section 1. The officers of the Association shall be a President, Vice-president, Secretary, and Treasurer who will be elected by the Board of Directors as soon after the annual general membership meeting as practical. All four officers must be members of the Association.

Section 2. President

The responsibilities of the President include:

- Presiding at general membership and Board of Directors' meetings.
- Facilitating general membership and Board of Directors meetings.
- Serving as executive officer and primary contact person for the Association.
- Voting to break tie votes of the meetings over which he/she presides.

Section 3. Vice-president

The duties of the Vice-president will be:

- To assume the responsibilities of the President as requested by the President or in the event of the President's absence or inability to act.
- Coordinate the activities of various committees.
- To perform other duties as may be assigned by the President from time to time.

Section 4. Secretary

The duties of the Secretary will include:

- Recording, distributing, and maintaining Association files of the minutes of general membership and Board of Directors meetings.
- Preparing correspondence.
- Maintaining files containing copies of all correspondence and other documents pertaining to the official business of the Association.

Section 5. Treasurer

The responsibilities of the Treasurer include:

- Maintaining financial records and performing accounting activities of the Association.
- Keeping a current list of paid-up members and verifying paid members attending general and special membership meetings.
- Providing oral and written financial reports at general membership and Board of Directors meetings.
- Serving on the Finance Committee.

Section 6. Filling Vacancies and Removal of Officers

Section 6.1 The Board of Directors may by majority vote fill an officer's or Director's position left vacant by removal or resignation.

Section 6.2 The Board of Directors may remove an officer or a Director by a vote of 2/3 of a quorum of that body. Each member of the Board shall receive a written notice at least fourteen days prior to such a vote.

Section 6.3 If a Board member has three or more consecutive unexcused absences from Board meetings, that member may be removed at the discretion of

the Board. The replacement will be the next eligible person with the highest number of votes at the last election.

ARTICLE VI. Board of Directors

Section 1. The Board of Directors will consist of nine members elected at the annual general membership meeting. Board members must be members of the Association. The members will serve two year terms. Commencing with the annual meeting in April, 2006, four Directors will be elected in even numbered years and five in odd numbered years. Candidates who are not elected but receive the next highest number of votes may be selected by the Board as alternates to fill positions which become vacant.

Section 2. The Board of Directors can establish other positions of responsibility for the Association and define the duties of those positions. The Board of Directors by majority vote may select persons to fill those positions.

Section 3. The Board of Directors will conduct the ongoing business of the Association, set the date and place of the annual general membership meetings, and prepare the agenda. It will also call special general membership meetings, set the time and place of special meetings, and prepare agendas.

Section 4. Each of the areas within the Association should be represented by at least one Board member but no more than three from any one area. The areas to be represented are:

- **Covered Bridge condominiums,**
- **Covered Bridge family homes,**
- **Birchwood Ridge condominiums,**
- **Grandview Commons multi-units,**
- **Grandview Commons family homes,**
- **Rustic Acres/Jubilee (including Blooming Grove).**

ARTICLE VII. Board of Directors Meetings

Section 1. The Board of Directors will meet at least quarterly or more frequently as it determines. Meetings will be open to the public and will include a time when members or the general public may address the Board with their concerns.

Section 2. A quorum of at least one half of the currently filled Board positions will be required in order to transact official business at a Board meeting.

Section 3. The Board of Directors shall establish procedures for conducting its meetings

and decision making. These procedures may be changed from time to time at their discretion.

Section 4. The President and/or Secretary shall give notice to all Board of Directors members of a meeting at least 7 days before the meeting, including an agenda, time, and place of the meeting.

Section 5. The President may call special meetings. All Board of Directors members shall receive an agenda two days prior to said meeting. The President shall call a special meeting if petitioned by a majority of the Board members currently in office.

ARTICLE VIII. Committees

Section 1. The Board of Directors may create standing and ad hoc committees as needed to assist in the work of the Association. The function of committees shall be to advise and recommend program and administrative policies and actions to the Board of Directors and general membership.

Section 2. The purpose, scope of authority, and time frames for each committee should be outlined in the minutes of the Board of Directors at the time the committee is appointed.

Section 3. The Board of Directors shall appoint committee members and a chair for each committee. The chair will report as requested, either orally or in writing, at regular meetings of the Board of Directors and at annual general membership meetings. Chairs of committees must be members of the Association.

ARTICLE IX. Finance

Section 1. The funds of the Association shall be deposited in a financial institution(s) as designated by the Board of Directors. Funds shall be withdrawn only upon checks, draft or order of the Association signed by the Treasurer. Any expenditure greater than \$100 shall require the approval of the President of the Association.

Section 2. No Association member, officer, or Board member may receive compensation for services performed as a member or officer of the Association.

Section 3. The Treasurer of the Association is not required to be bonded, but may be bonded at the discretion of the Board .

Section 4. The Treasurer shall make financial records of the Association available

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upon the request of the Board or its officers.

Section 5. The Board shall be responsible for conducting annual audits of the financial records of the Association.

ARTICLE X. Public Statements, Political Endorsements, and Conflicts of Interest

Section 1. No individual or committee shall take public action nor represent themselves as speaking for the Association unless authorized by the Board of Directors.

Section 2. The Association shall not support or endorse political parties or candidates for public office. This will not preclude individual members from doing so as they see fit as long as the name of the Association is not used.

Section 3. Conflicts of Interest

Section 3.1. Board of Directors members shall avoid conflicts of interest involving actions that could result in personal gains for themselves, family members, relatives, or business associates.

Section 3.2. Board members have an obligation to disclose any actual or potential conflicts of interest during any discussion of matters coming before them and to refrain from voting on such issues. The President, at his/her discretion, may request the affected member to not vote and/or to leave the room when such a situation occurs.

Section 4. The opinions, statements and viewpoints expressed by the Association are solely representative of the opinions, statements and viewpoints of its members. Such opinions, statements and viewpoints are not necessarily representative of those individuals who live within the boundaries of the Association but who are not members of the Association.

Article XI. Effective Date and Amendments to By-laws.

Section 1. These By-laws become effective on the date of adoption by the Board of Directors. Amendments to the By-laws may be made by vote of a 2/3 majority of the members of the Board at a scheduled meeting.

Section 2. The Association membership will be notified promptly of by-law changes via the web-site, e-mail, newsletter, and/or other methods of communication selected by the Board.

Article XII. Dissolution

If this Association ceases to exist, any and all assets, after payment of debts and obligations of the Association, shall be donated to the City of Madison with the request that such funds be used within the Association area for recreational, educational or environmental purposes.